

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE MITSUI CHEMICALS INDIA PRIVATE LIMITED WILL BE HELD ON MONDAY, 30<sup>TH</sup> SEPTEMBER, 2024 AT 12:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) AT THE REGISTERED OFFICE OF THE COMPANY AT THIRD FLOOR, B-WING, D-3, DISTRICT CENTRE, SAKET, NEW DELHI-110017 TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2024, STATEMENT OF PROFIT AND LOSS, CASH FLOW STATEMENT ALONG WITH NOTES ANNEXED TO, FOR THE PERIOD ENDED AS ON THAT DATE AND THE AUDITOR’S REPORT AND DIRECTORS’ REPORT THERETO.**
- 2. TO DECLARE DIVIDEND FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

“RESOLVED THAT pursuant to the provisions of Section 123 of the Companies Act, 2013 and rules framed thereunder (including any subsequent amendment and modification thereto), the members be and hereby approve the final dividend at the rate of INR 62.21 per share on the equity share capital of the Company aggregating to Rs. 83,36,67,040/- (Rupees Eighty Three Crore Thirty Six Lakh Sixty Seven Thousand and Forty Only) for the financial year ended on March 31, 2024, after deduction of applicable taxes, to those equity shareholders whose names appear in the Register of Members as on 20<sup>th</sup> August, 2024;

RESOLVED FURTHER THAT any Director of the Company, be and is hereby severally authorized to sign requisite documents and to do all such things, actions and deeds as may be incidental or necessary to give effect to the payment of final dividend.”

### SPECIAL BUSINESS:

- 3. TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the alteration of Articles of Association (AOA) of the Company aligned as per the Companies Act, 2013 along with incorporating certain modifications related to dematerialization, be and is hereby approved and adopted in substitution of the existing AOA of the Company;

RESOLVED FURTHER THAT Mr. Jun Kawaguchi, Managing Director of the Company be and is hereby authorized to sign and file all requisite documents and forms with the Registrar of Companies and to do all such other acts, matters, deeds or things as may be necessary or desirable in connection with or incidental to giving effect to the purpose of the aforementioned resolution.”

**Place: New Delhi**  
**Date: 20<sup>th</sup> August, 2024**

**By Order of the Board**  
**For Mitsui Chemicals India Pvt. Ltd.**

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**Jun Kawaguchi**  
**Managing Director**  
**DIN: 09543787**  
**Address: C-3002, 30<sup>th</sup> Floor,**  
**Mahindra Luminare, Village Berhampur,**  
**Sector-59, Gurgaon-122011, Haryana**

## **NOTES:**

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular no. 02/2021 dated 13<sup>th</sup> January, 2021, General Circular no. 19/2021 dated 8<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, General Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 along with the General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and Circular no. 09/2023 dated 25<sup>th</sup> September, 2023, it has been decided to allow the companies whose AGM are due in the Year 2023, to conduct their AGMs through Video Conferencing (VC) or Other Audio Visual Mode (OAVM) on or before 30<sup>th</sup> September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020.
2. In terms of the said circular, as the Company is a Private Limited Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the Video Conferencing Facility to its Members. The instructions to access and participate in the meeting through VC/OAVM are provided in the subsequent paragraph.
3. The facility of participation through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’) is available to all Members without any restrictions and the attendance of Members has been dispensed with, the facility to appoint proxies for the meeting is not available.
4. The members present shall elect the Chairperson on show of hands and attendance of members shall be counted through video conferencing for the purpose of reckoning the quorum in accordance with Section 103 of the Act.
5. If the members demand to vote by poll, they shall cast their respective vote in relation to the resolutions/ agenda of the Annual General Meeting by way of email sent from the email id of the members registered with the Company to the designated email address of the Company at [Bhawana.Tuli@mitsuichemicals.com](mailto:Bhawana.Tuli@mitsuichemicals.com) during the course of Annual General Meeting. In all other cases, voting may be done by way of show of hands, during the meeting.
6. Corporate Members are requested to send a scanned copy (in PDF / JPG format) of the Board Resolution/Authority Letter authorising their representatives to attend this AGM, pursuant to Section 113 of the Act, through e-mail at [Bhawana.tuli@mitsuichemicals.com](mailto:Bhawana.tuli@mitsuichemicals.com)
7. In view of the conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company.
8. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act will remain available for inspection through electronic mode during the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at [Bhawana.tuli@mitsuichemicals.com](mailto:Bhawana.tuli@mitsuichemicals.com).
9. Members are requested to notify immediately any changes in their address to the Company at its registered office quoting their folio number.
10. Members are requested to send their queries relating to the accounts (ordinary business) and operations of the company so as to reach at least before the commencement of meeting.

11. The facility for joining this meeting shall be opened before 15 minutes of the scheduled time of the meeting at 11:45 A.M. (IST) and shall be closed after the expiry of 15 minutes of the scheduled time.

#### **INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM**

The meeting will be conducted through video conferencing via “*Microsoft Teams*” application. The application enables two-way web experience for the ease of participation of the members and participants are allowed to pose their questions during the proceedings of the meeting. The application sufficiently accommodates the participation of the total number of participants of the meeting. Following are the details and steps for attending the meeting to be held via video conferencing facility:

- (a) Join the meeting via following link: [https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_NzM5YzkzNzMtZTljMS00MmE2LWJiMjYtOTVkJmM2NDRk%40thead.v2/0?context=%7b%22Tid%22%3a%22d83378c4-a520-4829-99b9-f310c3f795bd%22%2c%22Oid%22%3a%226ef10f79-67a7-4ba1-b36d-c879fe4354c3%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_NzM5YzkzNzMtZTljMS00MmE2LWJiMjYtOTVkJmM2NDRk%40thead.v2/0?context=%7b%22Tid%22%3a%22d83378c4-a520-4829-99b9-f310c3f795bd%22%2c%22Oid%22%3a%226ef10f79-67a7-4ba1-b36d-c879fe4354c3%22%7d)
  - (b) In case of any queries regarding VC/OAVM facility before or during the meeting, Members may call at helpline number 9650097721 or write to Bhawana.tuli@mitsuichemicals.com to receive a response.
12. The entire proceedings of the Annual General Meeting shall be recorded and maintained by the Company.
  13. Before considering the business in the meeting, the chairman of the meeting shall satisfy himself and record that all efforts feasible under the circumstances have indeed been made by the Company to enable the members to participate and vote on the items being considered in the Annual General Meeting.
  14. The Explanatory Statements of Special Business and Route map of the venue of the Annual General Meeting is enclosed and forms part of Notice of this meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

The Members of the Company are informed that pursuant to notification issued by the Ministry of Corporate Affairs (“MCA”) dated October 27, 2023, read with Rule 9B of the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023, the Company is required to issue securities only in dematerialised form and also to facilitate dematerialisation of all its securities.

Accordingly, it is proposed to alter the existing AOA of the Company in order to incorporate the clauses related to dematerialization.

To further inform the Members that the existing AOA of the Company is based on erstwhile Companies Act, 1956 (“Old Act”). Therefore, it is important for the company to amend its current AOA in order to make it compliant with provisions of the Companies Act, 2013.

A copy of the amended AOA will be placed in the meeting for the consideration and approval of the Shareholders and the same shall also be available for inspection at the Registered Office of the Company on all working days during the working hours.

Accordingly, the Board of Directors recommends the proposed resolution for approval of the shareholders as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a ‘Manager’ in terms of the provisions of Section 2(53), the Company is not required to mention about the nature of concern or interest, financial or otherwise, of a Manager in this agenda item.

**Place: New Delhi**  
**Date: 20<sup>th</sup> August, 2024**

**By Order of the Board**  
**For Mitsui Chemicals India Pvt. Ltd.**

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**Jun Kawaguchi**  
**Managing Director**  
**DIN: 09543787**  
**Address: C-3002, 30<sup>th</sup> Floor,**  
**Mahindra Luminare, Village Berhampur,**  
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**ROUTE MAP FOR THE VENUE OF SIXTEENTH ANNUAL GENERAL MEETING OF  
MITSUI CHEMICALS INDIA PRIVATE LIMITED**

